

RECORDATION NO. 21677 - II FILED

DEC 15 '11 -11 15 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 15, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated November 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21677.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC II 98-C Railcar Trust
c/o Wilmington Trust Company
1100 North Market
Wilmington, DE 19890

Indenture Trustee: U.S. Bank National Association (successor to
State Street Bank and Trust Company)
One Federal Street, 3rd Floor
Boston, MA 02110

Section Chief
December 15, 2011
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A description of the railroad equipment covered by the enclosed document is:

5 railcars RELEASED: GACX 7107, GATX 31239, GATX 58612, GATX 63491 and GPLX 75986


A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 007107, GATX 031239, GATX 058612, GATX 063491 and GPLX 075986 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

U.S Bank National Association, successor to State Street Bank and Trust Company, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 21, 2011

GARC II 98-C Railcar Trust

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: [Signature]
Title: Jacqueline Solone
Financial Services Officer

U.S Bank National Association, successor to State Street Bank and Trust Company, National Association, not in its individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 007107, GATX 031239, GATX 058612, GATX 063491 and GPLX 075986 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease

Dated: November 21, 2011

GARC II 98-C Railcar Trust

By: Wilmington Trust Company, not in its
individual capacity, but solely as Owner Trustee

By: _____
Title: _____

U.S. Bank National Association, successor to
State Street Bank and Trust Company, National
Association, not in its individual capacity, but
solely as Indenture Trustee

By:  _____
Title: Vice President

State of Delaware)
) SS:
County of New Castle)

On the 6 day of March, 2011, before me personally appeared Jacqueline Solone
to me known, who being by me duly sworn, say that he/she is a Financial Services Officer
Wilmington Trust Company, that said Instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

State of Massachusetts)
) SS:
County of Suffolk)

On the ____ day of _____, 2011, before me personally appeared
_____, to me known, who being by me duly sworn, says that he/she is a
_____ of U.S. Bank National Association, successor to State Street Bank and Trust
Company, National Association that said instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2011, before me personally appeared _____
to me known, who being by me duly sworn, say that he/she is a _____ of
Wilmington Trust Company, that said instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

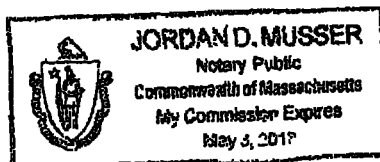
On the 30 day of November, 2011, before me personally appeared
Alison D. B. Nadeau to me known, who being by me duly sworn, says that he/she is a
Vice President of U.S. Bank National Association, successor to State Street Bank and Trust
Company, National Association that said instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 12/15/11

Edward M Luria
Edward M. Luria